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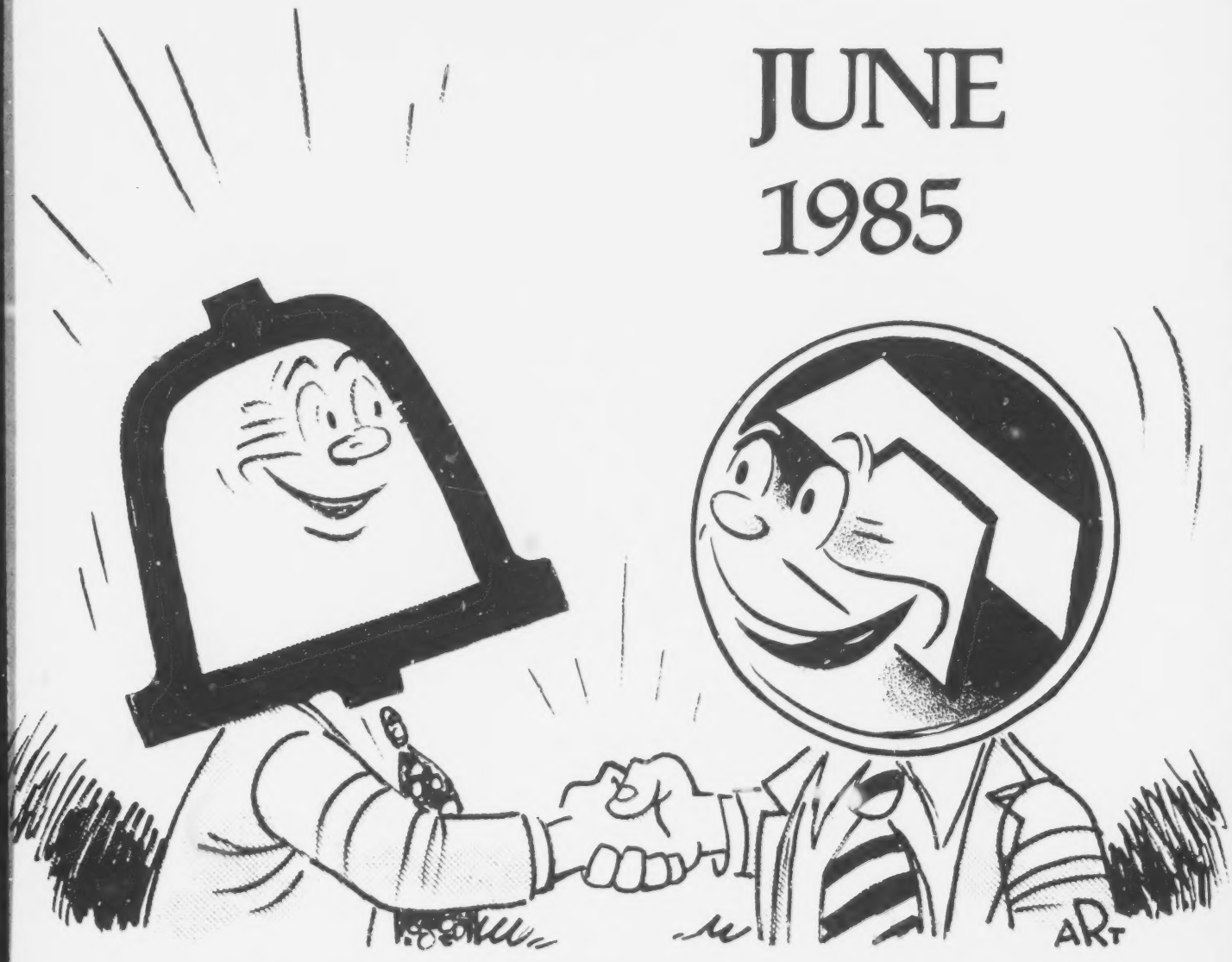
HOLDING COMPANY REPORT

JUNE 1985



UNITED STATES TELEPHONE ASSOCIATION

HOLDING COMPANY REPORT

June 1985

At the end of 1984, there were about 1,440 Independent operating telephone companies in the United States. This compares to 1,453 which were operating at the end of 1983, a decrease of 13 companies.

While there are 1,440 operating companies in the industry, the following sixteen holding companies that reported to us control 259 companies decreasing the 1,440 operating companies to 1,181 operating units.

On the attached sheets are the names of the sixteen acquiring companies. As of December 31, 1984, these sixteen controlled 259 operating telephone companies out of a total of 1,440 and 75 percent of the Independent access lines.

Shown below are the certain pertinent figures for the sixteen companies.

Operating Companies	259
Access Lines	85,529,100
Exchanges	12,793
Percentage of Access Lines of Industry Total	75
Gross Plant Investment	$143,780.062,455
Percentage of Plant of Industry Total	73
Operating Revenues	$ 55,036,814,346
Percentage of Revenue of Industry Total	74
Average Plant Per Access Lines	$ 1,681
Average Revenues Per Access Line	$ 652
Number of Common Stockholders	8,403,415
Number of Preferred Stockholders	$ 31,792
Gross Additions to Plant for 1984	$ 13,065,879,648

ALLTEL Corporation
100 Executive Parkway
Hudson, Ohio 44236

Chairman:	Weldon W. Case
President:	Joe T. Ford
Executive Vice President & Chief Financial Officer:	Max E. Bobbitt
Executive Vice President - Operations	Nelson H. Case
Executive Vice President:	Charles W. Miller
Senior Vice President - Controller:	Robert D. Bonnar
Vice President - Treasurer:	Frank G. Skedel
Vice President:	Tom T. Orsini
Secretary:	George C. McConnaughey
Telephone Number:	216/650-7000
Year Incorporated:	1960

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1.	Number of Common Stockholders	34,732
2.	Number of Preferred Stockholders	5,830

Figures for your Operating Companies
December 31,1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	884,700	--
2.	Exchanges	490	--
3.	Percentage of Access Lines of Industry Total	.77	--
4.	Total Number of States You Operate In	19	--
5.	Total Plant	$1,682,186,000	$1,902
6.	Total Operating Revenues	$ 490,838,000	$ 567
7.	Number of Employees	5,468	--

Construction Expenditures

For Year 1984	$144,443,000
For Year 1985 (Estimated)	$159,980,000
For Year 1986 (Estimated)	$156,626,000

ALLTEL CORPORATION

Name of Operating Company
December 31, 1984

1. ALLTEL Arkansas, Inc., Little Rock, Arkansas
2. ALLTEL Carolina, Inc., Matthews, North Carolina
3. ALLTEL Florida, Inc., Live Oak, Florida
4. ALLTEL Georgia, Inc., Commerce, Georgia
5. ALLTEL Illinois, Inc., Rantoul, Illinois
6. ALLTEL Indiana, Inc., Ossian, Indiana
7. ALLTEL Kentucky, Inc., Sheperdsville, Kentucky
8. ALLTEL Michigan, Inc., Stockbridge, Michigan
9. ALLTEL Mississippi, Inc., Florence, Mississippi
10. ALLTEL Missouri, Inc., Dixon, Missouri
11. ALLTEL New York, Inc., North Syracuse, New York
12. ALLTEL Ohio, Inc., Newark, Ohio
13. ALLTEL Oklahoma, Inc., Roosevelt, Oklahoma
14. ALLTEL Pennsylvania, Inc., Kittanning, Pennsylvania
15. ALLTEL South Carolina, Inc., Lexington, South Carolina
16. ALLTEL Tennessee, Inc., Powell, Tennessee
17. ALLTEL Texas, Inc., Nocona, Texas
18. Allied Utilities Corporation, Grossett, Arkansas
19. Brookville Telephone Company, Export Pennsylvania
20. Clymer Telephone Company, Clymer, New York
21. Elmore-Coosa Telephone Company, Inc., Eclectic, Alabama
22. Elyria Telephone Company, Elyria, Ohio
23. Empire Telephone Company, Comer, Georgia
24. Leeds Telephone Company, Leeds, Alabama
25. Mountain State Telephone Company, Export, Pennsylvania
26. Murraysville Telephone Company, Export, Pennsylvania
27. Oklahoma Allied Telephone Company, Poteau, Oklahoma
28. Sandhill Telephone Company, Aberdeen, North Carolina
29. Western Reserve Telephone Company, Hudson, Ohio

Ameritech
30 S. Wacker Drive
Chicago, Ill. 60606

Chairman of the Board & Chief Executive Officer:	William L. Weiss
President & Chief Operating Officer:	James J. Howard
Vice Chairman & Chief Financial Officer:	William H. Springer
Senior Vice President - Corporate Strategy:	Carl E. Horn
Senior Vice President & General Counsel:	Kenneth E. Millard
Senior Vice President - Government Affairs:	E. Andrew Steffen
Senior Vice President - Corporate Affairs:	Frank R. Zimmerman
Vice President - Corporate Communications:	Leighton C. Gilman
Vice President - Government Affairs:	Richard N. Janney
Vice President - Labor Relations & Compensation:	Dennis D. Johnson
Vice President & Treasurer:	Carl G. Koch
Vice President & Associate General Counsel:	Thomas J. Reiman
Vice President & Comptroller:	Robert P. Schaen
Vice President - Human Resources:	Martha L. Thornton
Secretary:	Bruce B. Howat
Telephone Number:	(312)750-5000
Year Incorporated:	1983

Holding Company Figures
December 31, 1984

Number of Common Stockholders	1,353,164

Figures for your Operating Companies
December 31, 1984

	Totals for Group	Average Per Access Line
1. Access Lines	14,337,000	--
2. Exchanges	961	--
3. Percentage of Access Lines of Industry Total	12.54	--
4. Total Number of States You Operate In	5	--
5. Total Plant	$20,041,800,000	$1,398
6. Total Operating Revenue	$ 8,346,800,000	$ 586
7. Number of Employees	74,094	--

Construction Expenditures

For Year 1984	$1,746,600,000
For Year 1985 (Estimated)	$1,926,000,000

AMERITECH

Name of Operating Company
December 31, 1984

1. Illinois Bell Telephone Company, Chicago, Illinois
2. Indiana Bell Telephone Company, Inc., Indianapolis, Indiana
3. Michigan Bell Telephone Company, Detroit, Michigan
4. The Ohio Bell Telephone Company, Cleveland, Ohio
5. Wisconsin Bell, Inc., Milwaukee, Wisconsin

Bell Atlantic Corporation
1600 Market Street
Philadelphia, Pennsylvania 19103

Chairman of the Board & Chief Executive Officer:	Thomas E. Bolger
Vice Chairman & Chief Financial Officer:	Raymond W. Smith
Executive Vice President & General Counsel:	Robert A. Levetown
Controller:	William L. Bardeen
Vice President & Associate General Counsel:	John M. Kelleher
Vice President & Treasurer	John A. Mountain
Secretary:	Edward G. Grogan
Telephone Number:	215/963-6000
Year Incorporated:	1983

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

Number of Common Stockholders	1,679,000

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

	Totals for Groups	Average Per Access Line
1. Access Lines	14,677,000	--
2. Exchanges	976	--
3. Percentage of Access Lines to Industry	12.84	--
4. Total Number of States You Operate In	7	--
5. Total Plant	$20,493,632,000	$ 1396
6. Total Operating Revenues	$ 7,968,300,000	$ 550
7. Number of Employees	77,750	--

Construction Expenditures

For Year 1984	$1,854,700,000

BELL ATLANTIC CORPORATION

Name of Operating Company
December 31, 1984

1. The Bell Telephone Company of Pennsylvania, Philadelphia, Pennsylvania
2. The Chesapeake and Potomac Telephone Company, Washington, D.C.
3. The Chesapeake and Potomac Telephone Company of Maryland, Baltimore, Maryland
4. The Chesapeake and Potomac Telephone Company of Virginia, Richmond, Virginia
5. The Chesapeake and Potomac Telephone Company of West Virginia, Charleston, West Virginia
6. The Diamond State Telephone Company, Philadelphia, Pennsylvania
7. New Jersey Bell Telephone Company, Newark, New Jersey

BellSouth Corporation
675 West Peachtree Street
Atlanta, Georgia 30375

Chairman of the Board & Chief Executive Officer:	John L. Clendenin
Vice Chairman of the Board & Chief Financial Officer:	William O. McCoy
President - South Central Bell	Carl F. Bailey
Vice President - Marketing & External Affairs:	M. P. Greene, Jr.
Vice President - Revenue Requirement:	J. D. Matheson, Jr.
Vice President & Comptroller:	Boyd V. Walton
Executive Vice President - Network:	John C. McPherson
Vice President & General Counsel:	W. M. Booker
President - Southern Bell	Franklin B. Skinner
Vice President - Regulatory & External Affairs:	Alan E. Thomas
Vice President & Comptroller:	Harvey R. Holding
Vice President & General Counsel:	J. Robert Fitzgerald
Executive Vice President - Network:	R. K. Snelling
Vice President - Marketing:	Donald B. Daves
Telephone Number:	404/420-8600
Year Incorporated:	1983

Holding Company Figures
December 31 1984

Number of Common Stockholders	1,822,425

Figures for Operating Companies
December 31, 1984

	Totals for Groups	Average Per Access Line
1. Access Lines	14,038,800	--
2. Exchanges	1,194	--
3. Percentages of Access Lines of Industry Total	12.28	--
4. Total Number of States You Operate In	9	--
5. Total Plant	$25,311,297,000	$1,803
6. Total Operating Revenues	$ 9,143,634,000	$ 661
7. Total Number of Employees	91,384	--

Construction Expenditures

For Year 1984	$2,256,500,000
For Year 1985 (Estimated)	$2,530,200,000
For Year 1986 (Estimated)	$2,576,600,000

BELLSOUTH CORPORATION

Name of Operating Company
December 31,1984

1. Southern Bell Telephone and Telegraph Co., Atlanta, Georgia
2. South Central Bell Telephone Co., Birmingham, Alabama

Centel Corporation
5725 N. East River Road
Chicago, Illinois 60631

Chairman of the Board & Chief Executive Officer:	Robert P. Reuss
President:	William G. Mitchell
Executive Vice President:	Wilson B. Garnett
Executive Vice President:	James A. Lovell, Jr.
Senior Vice President & General Counsel:	Karl Berolzheimer
Senior Vice President - Finance and Treasurer:	Eugene H. Irminger
Group Vice President - Telephone Operations:	Samuel E. Leftwich
Vice President & Secretary:	Kenneth L. Pohlman
Telephone Number:	312/399-2500
Year Incorporated:	1909

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1.	Number of Common Stockholders	39,584
2.	Number of Preferred Stockholders	5,688

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	1,267,600	--
2.	Exchanges	321	--
3.	Percentage of Access Lines of Industry Total	1.09	--
4.	Total Number of States You Operate In	10	--
5.	Total Plant	$2,154,794,000	$1,700
6.	Total Operating Revenues	$ 785,515,000	$ 632
7.	Number of Employees	8,598	--

Construction Expenditures

For Year 1984	$162,843,000
For Year 1985 (Estimated)	$170,339,000
For Year 1986 (Estimated)	$175,152,000

CENTEL CORPORATION

Name of Operating Company
December 31, 1984

1. Central Telephone Company, Chicago, Illinois
2. Central Telephone Company of Florida, Tallahassee, Florida
3. Central Telephone Company of Illinois, Des Plaines, Illinois
4. Central Telephone Company of Missouri, Burnsville, Minnesota
5. Central Telephone Company of Ohio, Lorain, Ohio
6. Central Telephone Company of Virginia, Charlottesville, Virginia
7. Clifton Telephone Company, Inc., Killeen, Texas
8. Garrison Telephone Company, Killeen, Texas
9. Home Telephone Company, Killeen, Texas
10. Mid-State Telephone Company, Killeen, Texas
11. Mid-Texas Telephone Company, Killeen, Texas
12. United Telephone Company, Inc., Killeen, Texas
13. Wise County Telephone Company, Killeen, Texas

Century Telephone Enterprises, Inc.
P. O. Box 4065
520 Riverside Drive
Monroe, Louisiana 71211

Chairman & Chief Executive Officer:	Clarke M. Williams
President & Chief Operating Officer:	Clarke M. Williams, Jr.
Executive Vice President & Secretary:	R. L. Hargrove, Jr.
Senior Vice President, Treasurer and CFO:	Glen F. Post, III
Senior Vice President:	C. Kenneth Conrad
Senior Vice President:	Jim D. Reppond
Senior Vice President:	W. Bruce Hanks
Senior Vice President:	Harvey P. Perry
Senior Vice President:	Tony R. Davis
Vice President & Assistant Secretary:	Gyl Dalrymple
Vice President & Controller:	R. Stewart Ewing, Jr.
Vice President:	Kenneth R. Cole
Vice President:	Robert E. Esker
Vice President:	Ray B. Finney
Vice President:	Harlin Hames
Vice President:	Harold LaGrone
Vice President:	Gary G. Perleberg
Vice President:	W. F. "Buck" Provance
Vice President:	Jack W. Robinson
Vice President:	Marvin C. Cunningham
Telephone Number:	318/387-5541
Year Incorporated:	1968

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	8,078
2. Number of Preferred Stockholders	49

Figures for your Operating Figures
December 31, 1984 (Domestic U.S. Only)

	Totals for Group	Average Per Access Line
1. Access Lines	200,900	--
2. Exchanges	147	--
3. Percentage of Access Lines of Industry Total	.18	--
4. Total Number of States You Operate In	14	--
5. Total Plant	$267,771,000	$1,333
6. Total Operating Revenues	$111,011,000	$ 557
7. Number of Employees	1,274	--

Construction Expenditures

For Year 1984	$43,861,000
For Year 1985 (Estimated)	$42,000,000
For Year 1986 (Estimated)	$44,000,000

CENTURY TELEPHONE ENTERPRISES, INC.

Name of Operating Companies
December 31, 1984

1. Adamsville Telephone Company, Inc., Adamsville, Tennessee
2. Athens Telephone Company, Inc. (The), Athens, Louisiana
3. Au Gres Telephone Company, Au Gres, Michigan
4. Butler Telephone Company, Inc., Butler, Alabama
5. Caddoan Telephone Company, Springhill, Louisiana
6. Carter County Telephone Company, Van Buren, Missouri
7. Central Indiana Telephone Company, Inc., Battle Ground, Indiana
8. Central Louisiana Telephone Company, Inc., Battle Ground, Indiana
9. Central Telephone Company, Chesaning, Michigan
10. Century Telephone Company, Inc., Greensburg, Louisiana
11. Century Telephone of Texas, Inc., Karnack, Texas
12. Century Telephone of Wisconsin, Inc., La Crosse, Wisconsin
13. Claiborne Telephone Company, New Tazewell, Tennessee
14. Coastal Telephone & Electronics Corporation, Breaux Bridge, Louisiana
15. Elberfeld Telephone Company, Elberfeld, Indiana
16. Evangeline Telephone Company, Welsh, Louisiana
17. Hadley Telephone Company, Inc., Hadley, Michigan
18. Holway Telephone Company, Maitland, Missouri
19. Home Telephone Company, Olive Branch, Mississippi
20. Lemhi Telephone Company, Salmon, Idaho
21. Liberty Telephone Company, Hardy, Arkansas
22. Liberty Telephone and Communications, Inc., Hardy, Arkansas
23. Louisiana Western Telephone Company , Welsh, Louisiana
24. Mississippi Telephone and Communications, Inc., Hardy, Arkansas
25. Mountain Home Telephone Company, Inc., Mountain Home, Arkansas
26. Mustang Telephone Company, Port Arkansas, Texas
27. Myrtle Telephone Company, Inc., Myrtle, Mississippi
28. Northwest Louisiana Telephone Company, Inc., Cotton Valley, Louisiana
29. Plain Dealing Telephone Company, Inc., Plain Dealing, Louisiana
30. Redfield Telephone Company, Inc., Redfield, Arkansas
31. Union Telephone Company, Inc., Junction City, Arkansas
32. Uniontown Telephone Company, Uniontown, Kentucky
33. United Telephone Company of Louisiana, Inc., Marion, Louisiana
34. War Telephone Company, War, West Virginia
35. Webster County Telephone Company, Marshfield, Missouri
36. Wyandotte Telephone Company, Wyandotte, Oklahoma

Continental Telecom Inc.
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Chairman of the Board:	Charles Wohlstetter
President & Chief Executive Officer:	John N. Lemasters
Executive Vice President - Operations:	Malcolm Holmes
Executive Vice President - Contel Networks & Systems:	Robert L.Plouffe
Executive Vice President - Telephone Operations:	Donald W. Weber
Vice President - Western Region:	Robert C. Abrams
Controller:	Jerry W. Braxton
Vice President - Central Region:	James L. Carroll
Vice President - Human Resources:	Ralph Delio
Vice President - Eastern Region:	Michael B. Esstman
Vice President - Government Relations:	William Friedman
Vice President - Legal & Secretary:	Walter M. Grant
Vice President - Finance:	S. C. Jones
Vice President & Chief Scientist:	John C. McDonald
Vice President - Information Services:	Edward J. Nicoletti
Vice President & Treasurer:	Don D. Pitts
Vice President - Corporate Development:	Robert Ratonyi
Telephone Number:	404/391-8000
Year Incorporated:	1961

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	70,111
2. Number of Preferred Stockholders	1,560

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

	Totals for Group	Average Per Access Line
1. Access Lines	2,196,700	--
2. Exchanges	1,903	--
3. Percentage of Access Lines of Industry Total	1.9	--
4. Total Number of States You Operate In	34	--
5. Total Plant	$4,272,800,000	$1,945
6. Total Operating Revenues	$1,562,900,000	$ 720
7. Total Number of Employees	14,763	--

Construction Expenditures

For Year 1984	$470,000,000
For Year 1985 (Estimated)	$454,000,000
For Year 1986 (Estimated)	$450,000,000

CONTINENTAL TELECOM INC.

Name of Operating Company
December 31, 1984

1. Bison State Telephone Company, Inc., St. Paul, Minnesota
2. Continental Telephone Company of Arkansas, Russellville, Arkansas
3. Continental Telephone Company of California, Victorville, California
4. Continental Telephone Company of Illinois, Sycamore, Illinois
5. Continental Telephone Company of Indiana, Inc., Corydon, Indiana
6. Continental Telephone Company of Iowa, Knoxville, Iowa
7. Continental Telephone Company of Kansas, Inc., Gardner, Kansas
8. Continental Telephone Company of Kentucky, London, Kentucky
9. Continental Telephone Company of Maine, Damariscotta, Maine
10. Continental Telephone Company of Minnesota, Inc., St. Paul, Minnesota
11. Continental Telephone Company of Missouri, Wentzville, Missouri
12. Continental Telephone Company of New Hampshire, Inc., Concord, New Hampshire
13. Continental Telephone Company of New York, Inc., - Chenango & Unadilla, Norwich, New York
14. Continental Telephone Company of New York, Inc., - Delaware, Walton, New York
15. Continental Telephone Company of New York, Inc., - Iroquois, Dryden, New York
16. Continental Telephone Company of New York, Inc., - Red Hook, Rhinebeck, New York
17. Continental Telephone Company of New York, Inc., - Upstate, Hohnstown, New York
18. Continental Telephone Company of New York, Inc., - Western Counties, Dundee, New York
19. Continental Telephone Company of North Carolina, Weaverville, North Carolina
20. Continental Telephone Company of the Northwest, Inc., Bellevue, Washington
21. Continental Telephone Company of Pennsylvania, Hershey, Pennsylvania
22. Continental Telephone Company of the South - Alabama, Pell City, Alabama
23. Continental Telephone Company of the South - Florida, Marianna, Florida
24. Continental Telephone Company of the South - Georgia, Thomaston, Georgia
25. Continental Telephone Company of Soth Carolina, Simpsonville, South Carolina
26. Continental Telephone Company of Texas, Dallas, Texas
27. Continental Telephone Company of Vermont, Inc., Springfield, Vermont
28. Continental Telephone Company of Virginia, Mechanicsville, Virginia
29. Continental Telephone Company of the West, Phoenix, Arizona
30. Continental Telephone System of Indiana, Inc., Seymour, Indiana
31. Glacier State Telephone Company, Anchorage, Alaska
32. Juneau & Douglas Telephone Company, Juneau, Alaska
33. Kansas State Telephone Company, Baxter Springs, Kansas
34. North Dakota Telephone Company, St. Paul, Minnesota
35. Princeton Telephone Company, Princeton, Indiana
36. Quaker State Telephone Company, Hershey, Pennsylvania
37. West Virginia Telephone Company, St. Mary's, West Virginia

CP National Corporation
1355 Willow Way
Concord, California 94520

President, Chairman of the Board & CEO:	Ben W. Agee
President - Regulated Operations:	Ronald A. Janess
Executive Vice President & Chief Financial Officer:	Michael E. Holmstrom
Executive Vice President - Chief Administrative Officer:	Donn T. Wonnell
Vice President - General Counsel & Secretary:	Marvin S. Litt
Vice President - Finance:	Martin A. Blade
Vice President - Corporate Affairs:	Ellen S. Stein
Vice President - Administration:	Thomas F. Mulvaney
Vice President - Telephone Revenue Requirements:	Gregory Schramek
Vice President - Utility Services:	Richard S. Jarrett
Vice President - Central Mountain Region:	Gary Longan
Vice President - Southwest Region:	Donald P. Brown
Vice President - Western Region:	E. J. Fernandez-Smith
Vice President - Northwest Region:	J. P. Paris
Assistant Vice President - Corporate Controller:	Michael L. French
Assistant Vice President - Finance & Treasurer:	John C. Grimm
Assistant Vice President - Human Resources:	Philip J. Donnelly
Assistant Vice President - Rates & Tariffs:	Richard Wolf
Assistant Vice President - Procurements & Logistics:	H. B. Jones
Assistant Secretary:	Darren W. Goebels
Telephone Number:	415/680-7700
Year Incorporated:	1928

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	7,571
2. Number of Preferred Stockholders	941

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	57,100	--
2.	Exchanges	98	--
3.	Percentage of Access Lines of Industry Total	.05	--
4.	Total Number of States You Operate In	7	--
5.	Total Plant	$176,698,243	$3,095
6.	Total Operating Revenues	$ 73,929,000	$1,304
7.	Number of Employees	605	--

Construction Expenditures

For Year 1984	$17,705,000
For Year 1985 (Estimated)	$13,929,000
For Year 1986 (Estimated)	$19,728,000

CP NATIONAL CORPORATION

Name of Operating Company
December 31, 1984

1. CP National Telephone, Colusa, California; Myrtle Creek, Oregon; Elko, Nevada
2. Tuolumne Telephone Company, Tuolumne, California
3. Texas Midland Telephone Company, Grandview, Texas
4. Trinity Valley Telephone Company, Winnie, Texas
5. Romain Telephone Company, Plains, Texas
6. Navajo Communications Company, Inc., Window Rock, Arizona

GTE Corporation
One Stamford Forum
Stamford, Connecticut 06904

Chairman & Chief Executive Officer:	Theodore F. Brophy
President - Telephone Operating Group:	James L. Johnson
Senior Vice President - Finance:	Charles R. Lee
Vice President & Treasurer:	Stephen E. Frank
Secretary:	Joel P. Mellis
Telephone Number:	203/965-2000
Year Incorporated:	1935

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	458,714
2. Number of Preferred Stockholders	12,723

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	10,230,000	--
2.	Exchanges	2,261	--
3.	Percentage of Access Lines of Industry Total	8.95	--
4.	Total Number of States You Operate In	31	--
5.	Total Plant	$21,966,173,000	$2,147
6.	Total Operating Revenues	$ 7,729,636,000	$ 767
7.	Number of Employees	88,000	--

Construction Expenditures

For Year 1984	$2,137,000,000
For Year 1985 (Estimated)	$2,340,000,000
For Year 1986 (Estimated)	$2,453,000,000

GTE CORPORATION

Name of Operating Company
December 31, 1984

1. Bethel & Mt. Aetna Telephone & Telegraph Company, Myerstown, Pennsylvania
2. Garrett Telephone Company, Inc., Garrett, Indiana
3. General Telephone Company of Alaska, Seattle, Washington
4. General Telephone Company of Calfornia, Santa Monica, California
5. General Telephone Company of Florida, Tampa, Florida
6. General Telephone Company of Illinois, Bloomington, Illinois
7. General Telephone Company of Indiana, Inc., Fort Wayne, Indiana
8. General Telephone Company of Kentucky, Lexington, Kentucky
9. General Telephone Company of Michigan, Muskegon, Michigan
10. General Telephone Company of the Midwest, Grinnell, Iowa
11. General Telephone Company of the Northwest, Inc., Everett, Washington
12. General Telephone Company of Ohio, Marion, Ohio
13. General Telephone Company of Pennsylvania, Erie, Pennsylvania
14. General Telephone Company of the Southeast, Durham, North Carolina
15. General Telephone Company of the Southwest, San Angelo, Texas
16. General Telephone Company of Wisconsin, Sun Prairie, Wisconsin
17. Hawaiin Telephone Company, Honolulu, Hawaii
18. *West Coast Telephone Company of California, Everett, Washington

*Subsidiary of General Telephone Company of the Northwest, Inc.

North-West Telecommunications, Inc.
901 Kilbourn Avenue
Tomah, Wisconsin 54660

Chairman of the Board:	Harris G. Allen
President, Chief Executive Officer, Treasurer:	Harry W. Wellenkotter
Assistant to the President:	Peter G. Allen
Vice President-Engineering & Technology:	John E. Effa
Vice President & Secretary:	Glen H. Bell
Vice President, Assistant Secretary, Controller:	Albert F. Peebles
Assistant Treasurer:	Doris M. Welch
Assistant Secretary:	Hugh H. Bell
Telephone Number:	608/372-4151
Year Incorporated:	1925

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

Number of Common Stockholders	1,095

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	50,800	--
2.	Exchanges	28	--
3.	Percentage of Access Lines of Industry Total	.04	--
4.	Total Number of States You Operate In	1	--
5.	Total Plant	$86,576,450	$1,705
6.	Total Operating Revenues	$25,549,846	$ 516
7.	Number of Employees	281	--

Construction Expenditures

For Year 1984	$5,160,000
For Year 1985 (Estimated)	$7,700,000
For Year 1986 (Estimated)	$6,700,000

NORTH-WEST TELECOMMUNICATIONS, INC.

Name of Operating Company
December 31, 1984

1. North-West Telephone Company, Tomah, Wisconsin
2. The Footville Telephone Company, Footville, Wisconsin
3. Sullivan Telephone Company, Sullivan, Wisconsin

NYNEX Corporation
335 Madison Avenue
New York, New York 10017

Chairman & Chief Executive Officer:	Delbert Staley
Vice Chairman of the Board & Chief Financial Officer:	William G. Burns
President:	William C. Ferguson
President:	Gerhard M. Freche
Telephone Number:	212/370-7400
Year Incorporated:	1983

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

Number of Common Stockholders	1,500,000

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals For Group	Average Per Access Line
1.	Access Lines	13,197,000	--
2.	Exchanges	1,368	--
3.	Percentage of Access Lines of Industry Total	11.54	--
4.	Total Number of States You Operate In	7	--
5.	Total Plant	$22,062,700,000	$1,672
6.	Total Operating Revenues	$ 9,506,800,000	$ 730
7.	Number of Employees	94,900	--

Construction Expenditures

For Year 1984	$1,853,900,000
For Year 1985 (Estimated)	$1,900,000,000
For Year 1986 (Estimated)	$1,900,000,000

NYNEX CORPORATION

Name of Operating Companies
December 31, 1984

1. New York Telephone Company, New York, New York
2. New England Telephone & Telegraph, Boston, Massachusetts

Pacific Telecom, Inc.
805 Broadway, P. O. Box 9901
Vancouver, Washington 98668

Chairman:	A. M. Gleason
President & Chief Executive Officer:	C. E. Robinson
Senior Vice President:	V. K. Sunham
Executive Vice President:	D. W. Elliott
Vice President:	C. E. Peterson
Vice President-Controller:	J. P. Best
Vice President:	R. W. Bunke
Vice President:	E. R. Geiger
Vice President:	C. Kegley, Jr.
Vice President:	J. E. McGill
Vice President:	B. C. Russell
Vice President:	J. C. Warwick
Vice President-Treasurer:	B. M. Wirkkala
Acting Secretary:	J. M. Littlefield
Telephone Number:	206/696-0983
Year Incorporated:	1955

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	3,473
2. Number of Preferred Stockholders	87

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

	Totals for Group	Average Per Access Line
1. Access Lines	164,600	--
2. Exchanges	169	--
3. Percentage of Access Lines of Industry Total	.14	--
4. Total Number of States You Operate In	8	--
5. Total Plant	$352,630,000	$2,142
6. Total Operating Revenues	$122,908,000	$ 759
7. Total Number of Employees	1,372	--

Construction Expenditures

For Year 1984	$30,800,000
For Year 1985 (Estimated)	$29,984,000
For Year 1986 (Estimated)	$38,385,000

PACIFIC TELECOM, INC.

Name of Operating Company
December 31, 1984

1. Cascade Autovon Company, North Bend, Washington
2. Cencom, Inc., Rushford, Minnesota
3. Gem State Utilities Corporation, Cheney, Washington
4. Inter-Island Telephone Company, Gig Harbor, Washington
5. Northwestern Telephone Systems, Inc., Lebanon, Oregon & Kalispell, Montana
6. Rose Valley Telephone Company, Lebanon, Oregon
7. Sitka Telephone Company, Sitka, Alaska
8. Telephone Utilities of Alaska, Inc., Ft. Wainwright, Alaska
9. Telephone Utilities of Eastern Oregon, Inc., Lebanon, Oregon
10. Telephone Utilities of Oregon, Inc., Lebanon, Oregon
11. Telephone Utilities of Washington, Inc.

WESTERN DIVISION: Gig Harbor, Washington

EASTERN DIVISION: Cheney, Washington

Telephone and Data Systems, Inc.
79 West Monroe Street
Suite 905
Chicago, Illinois 60603

Chairman of the Board & Chief Executive Officer:	LeRoy T. Carlson
President:	LeRoy T. Carlson, Jr.
Vice President:	Lester O. Johnson
Vice President - Corporate Development:	K. C. August
Vice President - Engineering:	Rudolph E. Hornacek
Vice President - Finance:	Murray L. Swanson
Vice President & Wisconsin Regional Manager:	Donald R. Brown
Vice President & Northeast Regional Manager:	Robert J. Collins
Vice President:	Albert E. Serewicz
Vice President - Revenue Requirements:	Arland R. Hocker
Vice President - Plant Operations:	Vincent J. Reed
Vice President - Special Projects:	Robert M. Laurion
Vice President - Customer Services:	Louis D. Reilly, III
Treasurer:	Ronald D. Webster
Controller:	Gregory J. Wilkinson
Secretary:	Michael G. Hron
Telephone Number:	312/630-1900
Year Incorporated:	1969

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1.	Holders of Common Shares	3,267
2.	Holders of Series A. Common Shares	93
3.	Holders of Preferred Shares	60

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	173,600	--
2.	Exchanges	185	--
3.	Percentage of Access Lines of Industry Total	.15	--
4.	Total Number of States You Operate In	22	--
5.	Total Plant	$323,559,000	$1,864
6.	Total Operating Revenues	$ 93,520,000	$ 553
7.	Number of Employees	1,049	--

Construction Expenditures

For Year 1984	$28,100,000
For Year 1985 (Estimated)	$27,400,000
For Year 1986 (Estimated)	$26,100,000

Telephone and Data Systems, Inc.
Name of Operating Company
December 31, 1984

1. Amelia Telephone Company, Amelia, Virginia
2. Arcadia Telephone Company, Arcadia, Ohio
3. Asotin Telephone Company, Asotin, Washington
4. Augusta Telephone Company, Augusta, Michigan
5. Badger State Telephone Company, Neillsville, Wisconsin
6. Barnardsville Telephone Company, Barnardsville, North Carolina
7. Black Earth Telephone Company, Black Earth, Wisconsin
8. Bonduel Telephone Company, Bonduel, Wisconsin
9. Burlington, Brighton & Wheatland Telephone Company, Burlington, Wisconsin
10. Calhoun City Telephone Company, Calhoun City, Mississippi
11. Central State Telephone Company, Vesper, Wisconsin
12. Chatham Telephone Company, Chatham, Michigan
13. Clayton Telephone Company, Clayton Michigan
14. Communications Corporation of Indiana, Roachdale, Indiana
15. Concord Telephone Exchange, Inc., Concord, Tennessee
16. Continental Telephone Company, Continental, Ohio
17. Dodge County Telephone Company, Reeseville, Wisconsin
18. Edwards Telephone Company, Edwards, New York
19. Elnora Telephone Company, Elnora, Indiana
20. Fayetteville Telephone Corporation, Gayetteville, Ohio
21. Fennimore Telephone Company, Gennimore, Wisconsin
22. Greenwood Telephone Company, Greenwood, Wisconsin
23. Hartland & St Albans Telephone Company, Hartland, Maine
24. Hickory Telephone Company, Hickory Corners, Michigan
25. Home Telephone Company of Pittsboro, Inc., Pittsboro, Indiana
26. Home Telephone Company, Waldron, Indiana
27. Home Telephone Company, Condon, Oregon
28. Kearsarge Telephone Company, New London, New Hampshire
29. Ludlow Telephone Company. Inc., Ludlow, Vermont
30. Mahanoy & Mahantongo Telephone Company, Herndon, Pennsylvania
31. McClellanville Telephone Company, McClellanville, South Carolina
32. Meriden Telephone Company, Meriden, New Hampshire
33. Mid-State Telephone Company, Spicer, Minnesota
34. Midway Telephone Company, Medford, Wisconsin
35. Mosel & Centerville Telephone Company, Cleveland, Wisconsin
36. Mt. Vernon Telephone Company, Verona, Wisconsin
37. Northfield Telephone Company, Northfield, Vermont
38. Oakman Telephone Company, Oakman, Alabama
39. Oklahoma Communications Systems, Inc., Choctaw, Oklahoma
40. Peoples Telephone Company, Leesburg, Alabama
41. Peoples Telephone Company, Mt. Hope, Wisconsin
42. Perkinsville Telephone Company, Perkinsville, Vermont
43. Quincy Telephone Company, Quincy, Florida
44. Rock River Telephone Company, Johnson Creek, Wisconsin
45. St. Stephen Telephone Company, St. Stephen, South Carolina
46. Scandinavia Telephone Company, Scandinavia, Wisconsin
47. Service Telephone Company, Inc., Fair Bluff, North Carolina
48. Shiawassee Telephone Company, Perry, Michigan
49. Somerset Telephone Company, North Anson, Maine
50. Stockbridge & Sherwood Telephone Company, Sherwood, Wisconsin
51. Sugar Valley Telephone Company, Loganton, Pennsylvania
52. Tellico Telephone Company, Tellico Plains, Tennessee
53. Tennessee Telephone Company, Knoxville, Tennessee
54. Troy Telephone Company, Troy, Idaho
55. Valders Telephone Company, Valders, Wisconsin
56. Warren Telephone Company, Warren, Maine
57. Waunakee Telephone Company, Waunakee, Wisconsin
58. West Penobscot Telephone & Telegraph Company, Corinna, Maine
59. Williston Telephone Company, Williston, South Carolina

United Telephone System, Inc.
P. O. Box 7927
Overland Park, Kansas 66207

Chairman of the Board & President:	R. H. Snedaker, Jr.
Senior Vice President - Administration:	A. B. Krause
Senior Vice President - Operations:	J. D. Kelley
Vice President - Revenues:	G. N. Fuciu
Vice President - Human Resources:	Vacant
Vice President - General Counsel & Secretary:	Vacant
Vice President - Governmental & Regulatory Affairs:	W. E. Roche
Vice President - Marketing & Business Development:	D. J. Evanoff
Vice President - Data Systems:	R. C. Mack
Vice President - Engineering & Operations:	T. A. Norman
Vice President - Public Relations:	J. E. Markham
Vice President - Controller:	R. D. McRae
Vice President - Industry & Regulatory Relations:	B. J. Boritzki
Vice President - Planning	D. J. Nicol
Assistant Vice President - Rate Case Matters:	R. E. Baker, Jr.
Treasurer:	R. W. Runke
Telephone Number:	913/345-6000
Year Incorporated:	1938

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

	Totals for Group	Average Per Access Line
1. Access Lines	3,140,400	--
2. Exchanges	1,059	--
3. Percentage of Access Lines of Industry Total	2.75	--
4. Total Number of States You Operate In	19	--
5. Total Plant	$5,821,779,039	$1,854
6. Total Operating Revenues	$2,145,166,600	$ 695
7. Number of Employees	21,913	--

Construction Expenditures

For Year 1984	$509,386,690
For Year 1985 (Estimated)	$595,766,000
For Year 1986 (Estimated)	$578,919,000

United Telecommunications, Inc.
Stockholder's Information
December 31, 1984 (Domestic U.S. Only)

1. Number of Common Stockholders	87,962
2. Number of Preferred Stockholders	4,853

UNITED TELEPHONE SYSTEM, INC.

Name of Operating Company
December 31, 1984

1. Carolina Telephone & Telegraph Company, Tarboro, North Carolina
2. Hillsborough and Montgomery Telephone Company, Carlisle, Pennsylvania
3. New Jersey Telephone Company, Carlisle, Pennsylvania
4. United Inter-Mountain Telephone Company, Bristol, Tennessee
5. United-Sussex Telephone Company, Inc., Carlisle, Pennsylvania
6. United Telephone Company of Arkansas, Overland Park, Kansas
7. United Telephone Company of the Carolinas, Bristol, Tennessee
8. United Telephone Company of Florida, Altamonte Springs, Florida
9. United Telephone Company of Indiana, Inc., Warsaw, Indiana
10. United Telephone Company of Iowa, Overland Park, Kansas
11. United Telephone Company of Kansas, Overland Park, Kansas
12. United Telephone Company of Minnesota, Overland Park, Kansas
13. United Telephone Company of Missouri, Overland Park, Kansas
14. United Telephone Company of New Jersey, Carlisle, Pennsylvania
15. United Telephone Company of the Northwest, Hood River, Oregon
16. United Telephone Company of Ohio, Mansfield, Ohio
17. United Telephone Company of Pennsylvania (The), Carlisle, Pennsylvania
18. United Telephone Company of Texas, Tyler, Texas
19. United Telephone Company of the West, Overland Park, Kansas
20. West Jersey Telephone Company, Carlisle, Pennsylvania

Universal Telephone, Inc.
231 West Wisconsin Avenue
Milwaukee, Wisconsin 53203

Chairman of the Board:	Jack F. Rowe
President:	Dennis S. Leavitt
Vice President:	J. Kenneth Baird
Secretary:	J. Kenneth Baird
Treasurer:	Richard P. Ausman
Telephone Number:	414/278-7000
Year Incorporated:	1961

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

1.	Number of Common Stockholders	344
2.	Class A Special Stockholders	256
3.	Number of Preferred Stockholders	1

Figures for your Operating Companies
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	41,900	--
2.	Exchanges	59	--
3.	Percentage of Access Lines of Industry Total	.04	--
4.	Total Number of States You Operate In	5	--
5.	Total Plant	$73,166,723	$1,748
6.	Total Operating Revenues	$21,006,900	$ 509
7.	Number of Employees	251	--

Construction Expenditures

For Year 1984	$4,880,958
For Year 1985 (Estimated)	$2,500,000
For Year 1986 (Estimated)	$4,500,000

UNIVERSAL TELEPHONE, INC.

Name of Operating Company
December 31, 1984

1. Forestville, Telephone Company, Inc., Forestville, Wisconsin
2. Larsen-Readfield Telephone Company, Larsen, Wisconsin
3. Mid-America Telephone Company, Inc., Stonewall, Oklahoma
4. Monroe County Telephone Company, Sparta, Wisconsin
5. Solon Springs Telephone Company, Frederic, Wisconsin
6. Universal Telephone Company of Colorado, Pagosa Springs, Colorado
7. Universal Telephone Company of Northern, Wisconsin, Inc., Manitowish Waters, Wisconsin & Hawkins, Wisconsin
8. Universal Telephone Company of the Southwest, Zuni, New Mexico

U S West Incorporated
7800 E. Orchard Road
Englewood, Colorado 80111

President & Chief Executive Officer:	Jack MacAllister
Executive Vice President & General Counsel & Secretary:	Laurence W. DeMuth, Jr.
Executive Vice President & Chief Finanacial Officer:	Howard P. Doerr
Group Vice President:	A. Gary Ames
Vice President & Treasurer:	James T. Anderson
Vice President - Human Affairs:	Barbara B. Doherty
Vice President - Public Relations:	John W. Felt
Vice President - Strategic Planning & Development:	Larry G. Kappel
Vice President	Robert E. Runice
President - Commercial Development Division:	
Vice President & Controller:	James M. Travers
Vice President - Federal Relations:	H. Laird Walker
Telephone Number:	303/793-6500
Year Incorporated:	1983

Holding Company Figures
December 31, 1984 (Domestic U.S. Only)

Number of Common Stockholders	1,333,546

U S West Incorporated
December 31, 1984 (Domestic U.S. Only)

		Totals for Group	Average Per Access Line
1.	Access Lines	10,871,000	--
2.	Exchanges	1,574	--
3.	Percentage of Access Lines of Industry Total	9.51	--
4.	Total Number of States You Operate In	14	--
5.	Total Plant	$18,692,500,000	$1,719
6.	Total Operating Revenues	$ 6,909,300,000	$ 644
7.	Number of Employees	66,538	--

Construction Expenditures

For the Year 1984	1,800,000,000

U S WEST TELEPHONE SUBSIDIARIES

Name of Operating Company
December 31, 1984

1. Northwestern Bell, Iowa, Minnesota, South Dakota, North Dakota, Nebraska
2. Mountain Bell, Colorado, Utah, Arizona, New Mexico, Montana, Wyoming, Idaho
3. Pacific Northwest Bell, Washington, Oregon

TOP 25 COMPANIES OR GROUPS
December 31, 1984

	Name & Address	Total Operating Revenues	Percentage of Operating Revenues	Access Lines
1.	Nynex Corporation, New York, New York	9,506,300,000	12.76	13,197,000
2.	BellSouth Corporation, Atlanta, Georgia	9,143,634,000	12.27	14,038,800
3.	Ameritech Corporation, Chicago, Illinois	8,346,800,000	11.20	14,337,000
4.	Bell Atlantic Corporation, Philadelphia, Pennsylvania	7,968,300,000	10.70	14,677,000
5.	GTE Corporation (U.S. Only), Stamford, Connecticut	7,729,636,000	10.38	10,230,000
6.	Pacific Telesis Group, San Francisco, California	7,697,051,000	10.33	11,306,900
7.	Southwestern Bell Corporation, St. Louis, Missouri	6,968,700,000	9.35	10,648,000
8.	U.S. West, Inc., Englewood, Colorado	6,909,300,000	9.27	10,871,000
9.	United Telephone System, Inc., Kansas City, Missouri	2,145,166,600	2.88	3,140,400
10.	Continental Telecom, Inc. (U.S. Only), Atlanta, Georgia	1,562,900,000	2.10	2,196,700
11.	Southern New England Telephone Company, New Haven, Connecticut	1,273,400,000	1.71	1,616,800
12.	Centel Corporation, Chicago, Illinois	785,515,000	1.05	1,267,600
13.	ALLTEL Corporation, Hudson, Ohio	490,838,000	.66	884,700
14.	Cincinnati Bell, Cincinnati, Ohio	448,284,700	.60	633,000
15.	Puerto Rico Telephone Company, San Juan, Puerto Rico	352,431,800	.47	547,500
16.	Rochester Telephone Corporation, Rochester, New York	295,705,700	.40	454,800
17.	Lincoln Telephone & Telegraph Company, Lincoln, Nebraska	126,567,000	.17	200,100
18.	Pacific Telecom, Inc., Vancouver, Washington	122,908,000	.15	164,600
19.	Century Telephone Enterprises, Inc., Monroe, Louisiana	111,011,000	.14	200,900
20.	Anchorage Telephone Utilities, Anchorage, Alaska	102,365,000	.13	112,300
21.	Citizens Utilities Company, Stamford, Connecticut	97,593,000	.13	79,700
22.	Telephone & Data Systems, Inc., Chicago, Illinois	93,520,000	.10	173,600
23.	Commonwealth Telephone Company, Dallas, Pennsylvania	75,349,700	.10	144,700
24.	CP National Corporation, Concord, California	73,929,000	.10	57,100
25.	Illinois Consolidated Telephone Company, Mattoon, Illinois	52,524,000	.07	73,600
		$72,480,229,500	97.29	111,253,800

Pacific Telesis Group
140 New Montgomery Street
San Francisco, California 94107

Chairman and Chief Executive Officer	D. E. Guinn
Vice Chairman & Group President Bell Operating Companies	T. J. Saenger
Vice Chairman & Chief Financial Officer	J. E. Hulse
Vice Chairman & Group President PacTel Companies	S. L. Ginn
Executive Vice President - Human Resources	B. W. Dial
Executive Vice President - General Counsel & Sctry.	R. V. Dalenberg
Executive Vice President - External Affairs	A. C. Latno
Vice President & Treasurer	W. E. Downing
Vice President - Financial Management	D. M. Craig
Vice President & Comptroller	F. V. Spiller
Vice President - Corporate Strategy	J. R. Gaulding
Vice President - Communications Division	R. J. Calloway

Telephone Number	(415) 542-9000
Year Incorporated	October 26, 1983

HOLDING COMPANY FIGURES

DECEMBER 31, 1984 (DOMESTIC U.S. ONLY)

PACIFIC TELESIS COMMON STOCKHOLDERS	1.5 Million

FIGURES FOR YOUR OPERATING COMPANIES

DECEMBER 31, 1984 (DOMESTIC U.S. ONLY)

ACCESS LINES	11,306,855
EXCHANGES	665
TOTAL NUMBER OF STATES YOU OPERATE IN	2
TOTAL PLANT	19,419,629,540
TOTAL OPERATING REVENUES	7,697,052,722
NUMBER OF EMPLOYEES	75,733

CONSTRUCTION EXPENDITURES

1984	2,185,236,000
1985	2,061,500,000
1986	Not Available

The figures shown above are not included on the first page of this publication.

PACIFIC TELESIS GROUP

NAME OF OPERATING COMPANY

DECEMBER 31, 1984

1 PACIFIC BELL

2 NEVADA BELL